

(4) The undersigned has acquired from the Franchisor confidential information regarding Franchisor's trade secrets and franchised methods which, in the event of a termination of the Franchise Agreement, could be used to injure the Franchisor. As a result, neither the undersigned, nor any member of his or her immediate family, shall, for a period of 2 years from the date of termination, transfer or expiration of the Franchise Agreement, without having first obtained the Franchisor's written consent, engage in or participate as an owner, officer, partner, director, agent, employee, shareholder or otherwise in any Competitive Business which is located or operating, as of the date of such termination, transfer or expiration, within a 10-mile radius of the Franchisee's former Franchised Location as defined in the Franchise Agreement, or within a 10-mile radius of any other franchised or company-owned ROCKY MOUNTAIN CHOCOLATE FACTORY Store, unless such right is granted pursuant to a separate agreement with the Franchisor.

(5) The undersigned agrees that during the term of the Franchise Agreement, and for a period of 2 years thereafter, it shall in no way divert or attempt to divert the business of customers, or interfere with the business relationship established with customers of the Franchisee's ROCKY MOUNTAIN CHOCOLATE FACTORY Store or of any Competitive Business.

IN WITNESS WHEREOF, this Agreement has been executed by the undersigned as of the date set forth above.

AGREED TO BY:

**ROCKY MOUNTAIN CHOCOLATE
FACTORY, INC.**

By: _____
Title: _____

EXHIBIT C

LIST OF FRANCHISEES

LIST OF FRANCHISEES
As of February 28, 2003

Arizona

Chuck and Sandy Craig, 3240 Gateway Blvd, Suite 206, Prescott, AZ 86303-, (928) 778-9644
 Blake and Jennifer Rolley, 276 North Highway 89A, Suite F, Sedona, AZ 86336-, (928) 282-3383
 Michael" Moose" and Katrina Watson, 2700 Woodlands Village Blvd., Ste 320, Flagstaff, AZ 86001-, (928) 779-3538
 Ron and Mari Griffin, 7014 Camelback Road, Suite 2200, Scottsdale, AZ 85251-, (480) 970-1707
 Lon and Ruth Briggs, 21001 N. Tatum Blvd., Suite 36-1230, Phoenix, AZ 85050-, (480) 342-9993
 Carl Novick, 7401 N. La Cholla, #155, Tucson, AZ 85741-, (520) 797-9007
 Lon and Ruth Briggs, 4250 Antham Way, Suite 485, Phoenix, AZ 85027-, (623) 465-9716
 Thomas and Yvonne Mannion, 5000 Arizona Mills Circle #454, Tempe, AZ 85282-, (480) 756-7366

Arkansas

Dave and Jeanie Lovejoy, 5 Spring St., Eureka Springs, AR 72632-, (479) 253-6597

California

Kara and Chad Felberg, 4480 Camino de la Plaza, Ste B, San Ysidro, CA 92173-, (619) 690-6024
 Jerry and Cynthia Haws, 13000 Folsom Blvd., Suite 809, Folsom, CA 95630-, (916) 985-4832
 Dan Terzian, 1751 Hwy. 237, Anderson, CA 96007-, (530) 365-5185
 Gordon and Stephanie Kusayanagi, 8155-6 Arroyo Circle, Gilroy, CA 95020-, (408) 842-4666
 Robert and Bobbie McFall, 24303 Town Center Dr., Suite 130, Valencia, CA 91355-, (661) 291-1133
 Craig and Kim Turner, 740 Ventura Blvd., Ste. 506, Camarillo, CA 93010-, (805) 445-1150
 Hal and Vicki Heinemann, 1655 Copenhagen Dr., Solvang, CA 93463-, (805) 688-8823
 Hal and Vicki Heinemann, 333 Five Cities Dr., Pismo Beach, CA 93449-, (805) 773-2149
 Ryan and Rachael Sproles, 1815 Hawthorne Blvd., #210, Redondo Beach, CA 90278-, (310) 214-1585
 Tony and Sheila Lukas, 2200 Petaluma Blvd. N., #410, Petaluma, CA 94952-, (707) 778-2120
 James and Diane Gorman, 17600 Collier Ave., Suite H-180, Lake Elsinore, CA 92530-, (909) 245-1396
 Steve and Maxine Daniel, 419 Shoreline Village Dr., Suite F, Long Beach, CA 90802-, (562) 436-5901
 Jerry and Cynthia Haws, 1039 2nd Street, Sacramento, CA 95814-, (916) 448-8801
 Ann Adams and Mike Van Etten, 2060 Lake Tahoe Blvd., South Lake Tahoe, CA 96150-, (530) 544-8288
 Scott and Colleen Jones, 200 E. Via Rancho Pkwy., Suite 483, Escondido, CA 92025-, (760) 747-7991
 Terri Vollmer, 65 Jefferson, San Francisco, CA 94133-, (415) 982-0611
 Dan and Teri Honsowetz, 1413 Horizon Drive, Tulare, CA 93274-, (559) 687-1081
 Will and Ginny Glaser, 20 City Blvd. West Bldg A, Orange, CA 92868-, (714) 385-1777
 Mike and Carol Madvig, 927 Broxton Avenue, Westwood, CA 90024-, (310) 824-5601
 Bobby and Monina deJesus, 330 S. Hope St., Los Angeles, CA 90071-, (213) 687-0351
 Robert and Sondra Brakeville, 152 N. Glassel St., Suite D, Orange, CA 92866-, (714) 771-6800
 Jeannie Passmore, 131 Nut Tree Road, Suite D, Vacaville, CA 95687-, (707) 453-1041
 Bruce and Neva Jessel, 28200 Hwy. 189, Suite C-200, Lake Arrowhead, CA 92352-, (909) 337-4909
 Janice Smithwick and Billie Jo Lopez, 6081 Center Dr., #111, Los Angeles, CA 90045-, (310) 337-7822
 Gordon and Stephanie Kusayanagi, 647 Cannery Row, Monterey, CA 93940-, (831) 372-1065
 Gordon and Stephanie Kusayanagi, 681 Leavesley Rd., Space 300, Gilroy, CA 95020-, (408) 842-8666
 Dennis and Ivonne Aragon, 1219 Napa Town Center, Napa, CA 94559-, (707) 253-1985
 Jim and Celeste Kelber, One Mills Circle, Ste. 809, Ontario, CA 91764-, (909) 980-9248
 Gi Deog (Douglas) Gweon, 30622 Santa Margarita Pkwy, #104, Rancho Santa Margarita, CA 92688-, (949) 589-2565
 Rollie and Patti Buckallew, 5001 Willows Rd., Suite 301, Alpine, CA 91901-, (619) 659-8104
 Mitch and Cheryl Cooney, 848 Higuera St., San Luis Obispo, CA 93401-3601, (805) 541-2221

Steve and Maxine Daniel, 5213 E. 2nd., Long Beach, CA 90803-, (562) 434-1617
 David Stroud, 1139 Prospect Street, La Jolla, CA 92037-, (858) 454-0077
 Steve and Maxine Daniel, 200 Main St., Suite 106, Huntington Beach, CA 92648-, (714) 969-0795
 Steve and Maxine Daniel, 308 Manhattan Beach Blvd., Manhattan Beach, CA 90266-, (310) 372-9950
 Scott and Colleen Jones, 3485 Del Mar Heights Rd., Suite A-1, San Diego, CA 92130-, (858) 720-1951
 Peter and Jean Lin, 5196 Montclair Plaza Lane, Montclair, CA 91763-, (909) 621-5399
 Tom and Susan Addis, 46043 Old Mammoth Road, Mammoth Lakes, CA 93546-, (760) 934-6269
 Jack and Karen Taylor, 5630 Paseo Del Norte, Space 119, Carlsbad, CA 92009-, (760) 804-3775
 Al and Minoo Hendizadeh, 71 Fortune Drive, Suite 814, Irvine, CA 92618-, (949) 450-0999
 Scott Bowen, 7774 N. Blackstone Ave., Fresno, CA 93720-, (559) 437-0400
 Janice Smithwick and Billie Jo Lopez, 4325 Glencoe Ave. C#5, Marina del Rey, CA 90292-, (310) 301-4321
 Walter and Carol Ast, 1106 Pine Street, Paso Robles, CA 93446-, (805) 226-7598
 Harold and Jeanne Brown, 248 South Coast Highway, Laguna Beach, CA 92651-, (949) 497-3799

Colorado

Ted and DeAnn Taylor, 845 Lincoln Ave., Steamboat Springs, CO 80477-, (970) 879-6194
 Ted and DeAnn Taylor, 1860 Ski Time Square Dr. Floor 1, Unit E3, Steamboat Springs, CO 80477-, (970) 879-5098
 Chandler Conrad, 304 Bridge St., Vail, CO 81657-, (970) 476-7623
 Hal and Vickie Heinemann, 1 W. Flatiron Circle, #K1-6, Broomfield, CO 80021-, (303) 635-1037
 Ron and Kevin Baalman, 2431 W. Colorado Ave., Colorado Springs, CO 80904-, (719) 635-4131
 Peter and Paula Edwards, 222 Main St. D. Plaza Pl., Breckenridge, CO 80424-, (970) 453-2094
 Rick and Gail Marion, 22010 Highway 6, Space #23, Keystone, CO 80435-, (970) 262-1267
 Ron and Kevin Baalman, 750 Citadel Drive E., Space #1016, Colorado Springs, CO 80909-, (719) 591-2254
 Linda B. Brian, 8900 Pena Blvd. Concourse B-52, Denver, CO 80249-, (303) 342-7860
 Dave Blunk, 8501 W. Bowles Ave., Sp. 2B-125, Littleton, CO 80123-, (303) 972-1644
 Linda B. Brian, 8900 Pena Blvd. Concourse B-22, Denver, CO 80249-, (303) 342-3472
 Ron and Kevin Baalman, 5050 Factory Shops Blvd., Space 810, Castle Rock, CO 80104-, (303) 660-1320
 Ronald Black and Wayne Brown, Copper One Lodge, Unit #A4, Copper Mountain, CO 80443-, (970) 968-2354
 Vincent and Rebecca Tabone, 215 E. Foothills Pkwy, Suite 140, Ft. Collins, CO 80525-, (970) 226-5550
 Don and Pat Marsh, 1512 Larimer St., Space #44-R, Denver, CO 80202-, (303) 623-1887
 Brian and Sherry Franklin, 2424 Hwy 6 and 50, Space 327, Grand Junction, CO 81505-, (970) 243-3833
 Vincent and Rebecca Tabone, 5669 McWhinney Blvd., Loveland, CO 80538-, (970) 593-0106
 Linda Brian, 14500 W. Colfax Ave., Suite 536, Lakewood, CO 80401-, (303) 215-1891
 Ronald Black and Wayne Brown, 145 Stephens Way, Silverthorne, CO 80498-, (970) 468-9168
 Clay and Jo Adams, 517 Big Thompson Ave., Estes Park, CO 80517-, (970) 586-6601
 Ron and Kevin Baalman, 1710 Briargate Blvd., Space 185, Colorado Springs, CO 80920-, (719) 590-7623
 Nancy Riemer and Kraig Henry, 314 Elk Ave., Crested Butte, CO 81224-, (970) 349-0933
 Susy Bonar, 172 N. College Ave., Space A-2, Ft. Collins, CO 80524-, (970) 494-0473
 Hal and Vicki Heinemann, 1300 Pearl Street, Boulder, CO 80302-, (303) 444-8455
 Rick and Gail Marion, 140 Ida Belle Road, Keystone, CO 80435-, (970) 262-9184

Connecticut

David Baker, 20-A Killingworth Turnpike #258, Clinton, CT 06413-, (860) 669-3741
 David Baker, 314 Flat Rock Place, Suite D115, Westbrook, CT 06498-, (860) 399-7759

Delaware

Roberta and Klaus Wuttke, 1510-B Ocean Outlets, Rehoboth Beach, DE 19971-, (302) 227-0422
 Roberta and Klaus Wuttke, 135 2nd Street, Lewes, DE 19958-, (302) 645-5528

Florida

Peter and JoAnn Ehrlich, 10562 Hwy. 98 West, #117, Destin, FL 32541-, (850) 654-9777
 Dave and Jeanie Lovejoy, 1854 94th Drive, Space B-180, Vero Beach, FL 32966-, (772) 564-9111
 Robert and Diana Greeno, 2700 S. R. 16, Ste. 802A, St. Augustine, FL 32092-, (904) 826-4041
 Dean and Lisa Mester, 869 N. Alafaya Trail, #Q-09, Orlando, FL 32828-, (407) 382-8692
 Hal and Vicki Heinemann, 5371 Factory Shops Blvd., Ellenton, FL 34222-, (941) 723-6612
 Bryan Almon, 8200 Vineland Ave., Suite 1171, Orlando, FL 32821-, (407) 465-1002
 Frank Guisto, 10801 Corkscrew Road, Suite 189, Estero, FL 33928-, (941) 949-0455
 Hal and Vicki Heinemann, 2223 North West Shore Blvd., #B-225, Tampa, FL 33607-, (813) 351-8008
 Diane and Glen Cook, 302 Southgate Plaza, Sarasota, FL 34239-, (941) 906-7570
 Bryan Almon, 500 Belz Outlet Blvd., Space #290, St. Augustine, FL 32095-, (904) 827-1545

Georgia

David Baker, 1000 Tanger Dr., Suite 103, Locust Grove, GA 30248-, (770) 914-0464
 Jerry and Janice Hyder, 1001 Market St., Ste. 32A, Dalton, GA 30720-, (706) 275-4488
 David Baker, 5900 Sugarloaf Pkwy, Space 340, Lawrenceville, GA 30043-, (678) 847-6258
 Jim and Eileen Humphlett, 1 Magnolia Bluff Way, Space 290, Darien, GA 31305-, (912) 437-2968
 David Baker, 800 Steven B. Tanger Blvd., Ste. 205, Commerce, GA 30529-, (706) 335-7973
 Jerry and Janice Hyder, 455 Bellwood Rd. Suite 76, Calhoun, GA 30761-, (706) 602-0200

Hawaii

Greg and Cathy Clark, 94-790 Lumiaina St. Suite 110, Waipahu (Oahu), HI 96797-, (808) 676-0772
 Greg and Cathy Clark, 650 Iwilei Road, 2nd Floor, Honolulu, HI 96817-, (808) 262-5525
 Greg and Cathy Clark, 1 Aloha Towers Drive Space 245, Mailbox 81, Honolulu, HI 96813-,
 (808) 545-4443

Idaho

Tim and Sharon Phillips, 6854 S. Eisenman Rd., Boise, ID 83705-, (208) 344-7779
 Julie Gardner, 460 Sun Valley Road, Ketchum, ID 83340-, (208) 726-3724
 Bill and Barbara Miller, 4201 Riverbend Ave., Post Falls, ID 83854-, (208) 773-6710

Illinois

David Baker, 11800 Factory Shops Blvd., Suite 655, Huntley, IL 60142-, (847) 669-2452
 Chuck and Ann Henle, 207 South Main St., Galena, IL 61036-, (815) 777-3200
 Jim and Geri Pstrzoch; Gerald and Barbara Luka, 156 North York Road, Elmhurst, IL 60126-,
 (630) 834-2005
 Craig, Tania, Jim & Shirley Sprague, 4700 No. University St., Suite 21, Peoria, IL 61614-, (309) 693-7623
 Michael Cerroni, 7200 Harrison Ave., Suite F-28, Rockford, IL 61112-, (815) 332-4671
 Pamela and Thomas Lockowitz, 541 Milwaukee Avenue, Libertyville, IL 60048-, (847) 367-6703
 Donald and Victoria Wiencek, 512 Orland Square, #E-03, Orland Park, IL 60462-, (708) 349-2063
 Norbert and Elaine Tremko, 300 Happ Rd., Northfield, IL 60093-, (847) 446-5001
 Bruce and Jean Kuhn, 50-B LaGrange Road, LaGrange, IL 60525-, (708) 352-6487
 Andy and Alene Gnyp, 1011 S. Line Rd., Space C-6, Tuscola, IL 61953-, (217) 253-5874
 Robin Martin, 22 E. Chicago St., Suite 109, Naperville, IL 60540-, (630) 717-8878

Indiana

Mark Berry and Mike Self, 28 Monument Circle, Indianapolis, IN 46204-, (317) 687-1322
 Andy and Alene Gnyp, 3025 Outlet Dr., Space E85, Edinburgh, IN 46124-, (812) 526-8227

Iowa

David Baker, 1991 Tanger Drive, Suite 101 1/2, Williamsburg, IA 52361-, (319) 668-2931

Kansas

Troy and Stacy Barragree, 2132 North Rock Rd., Suite 112, Wichita, KS 67206-, (316) 630-8200

Troy and Stacy Barragree, 601 S.E. 36th St. #137, Newton, KS 67114-, (316) 282-8599

Dan McDonough, 20377 West 151 St., Olathe, KS 66061-, (913) 397-6100

Kentucky

Peter and JoAnn Ehrlich, 4049 Summit Plaza, Bldg. 15, Sp. G4, Louisville, KY 40241-, (502) 326-1628

Louisiana

Tommy Gray, 4436 Veterans Blvd., Suite C-12, Metairie, LA 70006-, (504) 888-7787

Maryland

Robert and Diana Greeno, 435 Outlet Center Drive, Queenstown, MD 21658-, 410-827-4922

Bob and Diana Greeno, 7000 Arundel Mills Circle, #203, Hanover, MD 21076-, (443) 755-8780

Bob and Diana Greeno and Bob Greeno, Jr., 10300 Little Patuxent Pkwy, #2605, Columbia, MD 21044
(410) 884-9195

Massachusetts

David Baker, 999 S. Washington St., Sp. W251, North Attleboro, MA 02760-, (508) 695-9699

David Baker, 1048 South Street, Suite 205, Wrentham, MA 02093-, (508) 384-4139

Michigan

Andy and Alene Gnyp, 14600 Lakeside Circle, Sterling Heights, MI 48313-, (586) 566-7877

Daniel and Amy Hermen, 2121 Celebration Way NE, Suite 350, Grand Rapids, MI 49525-, (616) 361-9323

Rick Jackson and Jim Aman, 8825 Marketplace Drive, Suite 425, Birch Run, MI 48415-, (989) 624-4784

Alan Rosen and Phyllis Indianer, 2800 W. Big Beaver Rd., Space N-124, Troy, MI 48084-1454,
(248) 816-1454

Alan Rosen and Phyllis Indianer, 6911 Orchard Lake Road, West Bloomfield, MI 48322-, (248) 851-6100

Andy and Alene Gnyp, 4058 Baldwin Road Space 230, Auburn Hills, MI 48326-, (248) 332-9772

Minnesota

David Baker, 6750 W. Frontage Rd., Suite 309, Medford, MN 55049-, (507) 455-1960

Michael and Debbie Bolen, 395 S. Lake Ave., Suite 4, Duluth, MN 55802-, (218) 722-1700

Scott and Kristine Kieland, 7455 Currell Blvd., Suite 111, Woodbury, MN 55125-, (651) 209-6340

Stan and Kathleen Evavold, 7888 Main Street North, Sp. 1407, Maple Grove, MN 55369-, (763) 773-7623

Gail Stein, 128 East Broadway, Bloomington, MN 55425-, (952) 858-8826

Mississippi

Dave and Jeanie Lovejoy, 13118 Highway 61N, #306, Robinsonville, MS 38664-, (662) 357-0110

David Baker, 10770 Factory Shop Blvd., Space 770, Gulfport, MS 39503-, (228) 868-9111

Missouri

James and Jeanette Modic, 4540 Hwy 54, M7, Osage Beach, MO 65049-, (573) 348-0880
David Baker, 1000 Outlet Center Drive, Suite 16, Warrenton, MO 63383-, (636) 456-2964
David Baker, 2825 S. Glenstone T-8, Springfield, MO 65804-, (417) 882-5665
Bill Marron, 30 W. Pershing, Suite 130, Kansas City, MO 64108-, (816) 421-2571
Bill Marron, 1304 W. Old Hwy. 40, Space E10, Odessa, MO 64076-, (816) 230-1545

Nebraska

Mike and Carol Woodman, 5043 2nd Ave., Suite 31, Kearney, NE 68847-, (308) 238-9133
Ty and Joy Behnke, 3001 S. 144th St., Suite 1053, Omaha, NE 68144-, (402) 691-0391

Nevada

Susan O'Leary, 7400 Las Vegas Blvd. South, Space 24, Las Vegas, NV 89123-, (702) 361-7553
Michael Archiletti, 1955 South Casino Dr., Suite 338, Laughlin, NV 89029-, (702) 298-3610

New Hampshire

Tom and Cynthia Ehmett, 1699 White Mountain Hwy, North Conway, NH 03860-1735, (603) 356-4838
Jim Aman, 120 Laconia Road, Suite 200, Tilton, NH 03276-, (603) 286-7663

New Jersey

Shel Samuelson, 55 Liberty Village, Flemington, NJ 08822-, (908) 806-7572
James and JoCarol Raymond, 651 Kapkowski, Space #2050, Elizabeth, NJ 07201-, (908) 820-9202

New Mexico

Alexis K. Girard and Greer Enterprises, Inc., 217 W. San Francisco St., Santa Fe, NM 87501-, (505) 995-0688
Wendel and Merle Clark, 108 Coronado Center, Albuquerque, NM 87110-, (505) 888-3399
Tracy and Georgann Garrett, 112 South Plaza, Taos, NM 87571-, (505) 758-8855
Enrique Wintergerst, 303 Romero NW, Ste 112, Albuquerque, NM 87104-, (505) 842-8883
Wendel and Merle Clark, 8380 Carillos Rd., #210, Santa Fe, NM 87505-, (505) 473-3900
Wendel and Merle Clark, 10000 Coors, Suite B5, Albuquerque, NM 87114-, (505) 792-0425

New York

David Baker, Tanger Outlet Drive, Suite 1305, Riverhead, NY 11901-, (631) 369-5213
Lyle and Celeste Dynski-Trumble, 655 Route 318, Waterloo, NY 13165-, (315) 539-0614
James and JoCarol Raymond, 2681 Palisades Center Drive, West Nyack, NY 10994-, (845) 353-1550
Michael and Shirley Luongo, 125 Chambers Street, New York, NY 10007-, (212) 349-7553

North Carolina

Alan and Jeanne Lassiter, 8030 Renaissance Pkwy, Suite 935, Durham, NC 27713-, (919) 361-4322
Andy and Alene Gnyp, 8111 Concord Mills Blvd., Suite 424, Concord, NC 28027-, (704) 979-1044

Ohio

Ed and Becci Bartolomeo, 9909 Avon Lake Road, #335, Burbank, OH 44214-, (330) 948-9953
Rick Jackson and Jim Aman, 661 Forest Fair Drive, #123, Cincinnati, OH 45240-, (513) 671-3112
Ed and Becci Bartolomeo, 1500 Polaris Pkwy, Suite 2022, Columbus, OH 43240-, (614) 885-0577
Ed and Becci Bartolomeo, 8205 Factory Shops Blvd., Jeffersonville, OH 43128-, (740) 948-9174

Oregon

Michelle Haage, 450 NW 257th Ave., Space 336, Troutdale, OR 97060-, (503) 665-7237
Jeff Compton and Renee Hallesy, 33 E. Main St., Ashland, OR 97520-, (541) 482-6757
Cynthia Sandusky, 3251 S. W. Hwy., Suite 101, Lincoln City, OR 97367-, (541) 994-6440
Brad and Julie Saxton, 61304 S. Hwy 97, Bend, OR 97702-, (541) 383-1718
Michelle Haage, Charlie & Jeanie O'Neal, 1402 Jantzen Beach Center, Portland, OR 97217-, (503) 286-0171
Kevin Hepner, 1001 Arney Road, Suite 409, Woodburn, OR 97071-, (503) 981-0008
Josh and Ken Rushane, 1111 N. Roosevelt, Suite 320, Seaside, OR 97138-, (503) 738-2125
Carrie Lanig, R. & C. LeBeau, R. & H. Little, 401 Center Street NE, Suite 285, Salem, OR 97301-, (503) 371-8400

Pennsylvania

Tony Sarno, 1000 Rt. 611, Suite B-39, Tannersville, PA 18372-, (570) 688-4058
Ed and Becci Bartolomeo, 1911 Leesburg Road, Suite 750, Grove City, PA 16127-, (724) 748-5116

South Carolina

Michael and Shirley Luongo, 4633 Hwy 501, Space C220, Myrtle Beach, SC 29577-, (843) 236-5744
David Baker, 660 Factory Shops Blvd., Gaffney, SC 29341-, (864) 902-0000
Michael and Shirley Luongo, 1306 Celebrity Circle, 163-B, Myrtle Beach, SC 29577-, (843) 626-3239

Tennessee

Dave and Jeanie Lovejoy, 150 Peabody Place, Memphis, TN 38103-, (901) 526-5050
Andy and Alene Gnyp, 280 Outlet Village Blvd., Lebanon, TN 37090-, (615) 443-5330
Andy and Alene Gnyp, 1000 Two Mile Parkway M2, Ste 1685, Goodlettsville, TN 37072-, (615) 851-1239
Andy and Alene Gnyp, 348 Opry Mills Drive, Nashville, TN 37214-, (615) 514-1339

Texas

Marshall Morton, 301 Tanger Dr. , Suite 201, Terrell, TX 75160-, (972) 563-9999
David and Illuminda Ott, 4015 I-35 South, Suite 835, San Marcos, TX 78666-, (512) 392-9780
Lyle Roberts, 2301 Strand, Galveston, TX 77550-, (409) 762-4340
Food Brand, 5000 Katy Mills Circle Suite 515, Katy, TX 77494-, (281) 644-3663 ext. 231
Jim and Susan Manns, 207 Losoya, #102, San Antonio, TX 78205-, (210) 227-2626
Wendel Clark, 6002 Slide Rd., Space B-16, Lubbock, TX 79414-, (806) 784-0589
Bill and Kay Whilden, 2713 Bendfordshire Lane, Plano, TX 75075-,
Sharon and Paul Zaidins, 3000 Grapevine Mills Pkwy, Ste. 258, Grapevine, TX 76051-, (972) 724-6868
Holly Williams Harris, 104 IH 35, NE, Suite 176, Hillsboro, TX 76645-, (254) 582-0246
Scott and Shanna Berry, 11200 Lakeline Mall Drive, Space EU2, Cedar Park, TX 78613-, (512) 401-2422
Robert Hawkins, 4321 IH-35 North, Suite 390, Gainesville, TX 76240-, (940) 665-7311

Utah

Bill and Shaunna Durante, 250 N.Red Cliff Drive, Space 20, St. George, UT 84770-, (435) 652-4327
Chip and Kathy Pederson, 1385 Lowell Ave., Park City, UT 84060-, (435) 649-2235
Chip and Kathy Pederson, 158 So. Rio Gand St., MB 111, Salt Lake City, UT 84101-, (801) 456-0684
Chip and Kathy Pederson, 602 E. 500 South, Salt Lake City, UT 84102-, (801) 532-8022
Chip and Kathy Pederson, 510 Main Street, Park City, UT 84060-, (435) 649-0997

Virginia

Michael Deverell, 5715-57 Richmond Road, Williamsburg, VA 23188-, (757) 229-7947
Kevin and Lisa Christensen, 2700 Potomac Mills Circle, #163, Woodbridge, VA 22192-, (703) 491-5800

Washington

Ken and Sandi Fein, 1401 4th Avenue, Seattle, WA 98101-,
Phil and Laura McCrory, 561 S. Fork Ave. SW, Ste. H, North Bend, WA 98045-, (425) 831-1818
Ken and Sandi Fein, 393 Columbia Center, Kennewick, WA 99336-, (509) 735-7187
Ken and Cindi Rushane, 444 Fashion Way, Burlington, WA 98233-, (360) 757-2577
Kenneth and Morey Grosse, 636 Front Street, Leavenworth, WA 98826-, (509) 548-6525
Ken and Sandi Fein, 401 NE Northgate Way, Suite 2020, Seattle, WA 98125-, (206) 361-0222
Ken and Sandi Fein, 5232 Outlet Drive, Pasco, WA 99301-, (509) 547-5566
Ken and Sandi Fein, 1419 First Ave., Seattle, WA 98101-, (206) 262-9581

West Virginia

David Durbin, 1 Snowshoe Drive, Snowshoe, WV 26209-, (304) 572-1289

Wisconsin

David Baker, 3001 S. Washburn, Ste. D-180, Oshkosh, WI 54904-, (920) 232-9954

(6/1/03)

EXHIBIT D

FRANCHISEES WHO HAVE LEFT THE SYSTEM

FRANCHISEES WHO HAVE LEFT THE SYSTEM
As of April 30, 2003

ARIZONA

Carl Novick, 3094 W. Autumn Breeze Dr., Tucson, AZ 85742- (520) 229-0002

CALIFORNIA

Peter and Jean Lin, 76 West Arthur, Arcadia, CA 91007- (626) 447-1572

GEORGIA

David Baker, 2394 Lake Villas Lane, Duluth, GA 30097 (770) 841-4138 (21 stores closed in Alabama, Connecticut, Georgia, Illinois, Indiana, Iowa, Massachusetts, Mississippi, Missouri, New York, Pennsylvania, South Carolina and Wisconsin)

NEW MEXICO

Alexis K. Girard and Greer Enterprises, Inc., 532 Camino Militar, Santa Fe, NM 87501- (505) 983-6504

OREGON

Michelle Haage, Charlie & Jeanie O'Neal, 1411 NE Greenway, Gresham, OR 97030- (503) 492-6424

WASHINGTON

Ken and Sandi Fein, 1731 Beam Road, Granger, WA 98932- (509) 854-1413

EXHIBIT E

FINANCIAL STATEMENTS

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Report of Independent Certified Public Accountants

Board of Directors and Stockholders
Rocky Mountain Chocolate Factory, Inc.

We have audited the accompanying balance sheets of Rocky Mountain Chocolate Factory, Inc. as of February 28, 2003 and 2002, and the related statements of income, changes in stockholders' equity, and cash flows for each of the three years in the period ended February 28, 2003. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Rocky Mountain Chocolate Factory, Inc. as of February 28, 2003 and 2002 and the results of its operations and its cash flows for each of the three years in the period ended February 28, 2003, in conformity with accounting principles generally accepted in the United States of America.

As discussed in Note 1 to the financial statements, the Company adopted Statement of Financial Accounting Standards No. 142, *"Goodwill and Other Intangible Assets"*, on March 1 2002.

GRANT THORNTON LLP

Dallas, Texas
April 18, 2003

ROCKY MOUNTAIN CHOCOLATE FACTORY, INC.
STATEMENTS OF INCOME

	FOR THE YEARS ENDED FEBRUARY 28,		
	2003	2002	2001
Revenues			
Sales	\$15,304,365	\$15,224,065	\$18,982,948
Franchise and royalty fees	4,157,107	4,215,012	3,588,889
Total revenues	19,461,472	19,439,077	22,571,837
Costs and Expenses			
Cost of sales	9,996,592	9,612,712	10,190,091
Franchise costs	1,245,778	1,286,595	1,123,506
Sales & marketing	1,441,111	1,293,309	1,170,636
General and administrative	1,967,117	2,096,356	2,090,579
Retail operating	832,591	875,190	3,742,140
Depreciation and amortization	815,279	905,227	1,149,590
Provision for loss on accounts and notes receivable and related foreclosure costs	1,666,524	-	-
Total costs and expenses	17,964,992	16,069,389	19,466,542
Operating Income	1,496,480	3,369,688	3,105,295
Other Income (Expense)			
Interest expense	(297,344)	(437,339)	(660,620)
Interest income	171,197	275,593	94,298
Other, net	(126,147)	(161,746)	(566,322)
Income Before Income Taxes	1,370,333	3,207,942	2,538,973
Income Tax Expense	517,985	1,212,600	982,585
Net Income	\$ 852,348	\$ 1,995,342	\$ 1,556,388
Basic Earnings per Common Share	\$.34	\$.81	\$.58
Diluted Earnings per Common Share	\$.32	\$.76	\$.57
Weighted Average Common Shares			
Outstanding	2,495,417	2,473,268	2,701,433
Dilutive Effect of Employee Stock Options	209,939	163,120	7,224
Weighted Average Common Shares Outstanding, Assuming Dilution	2,705,356	2,636,388	2,708,657

The accompanying notes are an integral part of these statements.